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TIANDE CHEMICAL HOLDINGS LIMITED

天德化工控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 609)

NOTICE OF ANNUAL GENNERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Tiande Chemical Holdings Limited (the “**Company**”) will be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Hong Kong, on Friday, 5 June 2026 at 2:00 p.m. (Hong Kong time) to consider, and if thought fit, transact the following resolutions as ordinary resolutions of the Company:

1. To receive and consider, and if thought fit, approve the audited financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2025.
2. To approve the declaration of a final dividend of HK\$0.03 per share for the year ended 31 December 2025.
3.
 - (i) To re-elect Mr. Dou Aobo (竇奧博先生) as executive director of the Company;
 - (ii) To re-elect Mr. Wang Zijiang (王子江先生) as non-executive director of the Company;
 - (iii) To re-elect Mr. Liu Chenguang (劉晨光先生) as independent non-executive director of the Company; and
 - (iv) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint BDO Limited as the auditor of the Company for the year ending 31 December 2026 and to authorise the board of directors of the Company to fix its remuneration.
5. To consider as special business and, if thought fit, pass with or without amendments the following resolution as ordinary resolutions of the Company:

A. “THAT:

- (a) subject to paragraph (c), pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (defined as below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period (defined as below) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period (defined as below);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue (defined as below) or scrip dividend scheme or similar arrangement of the Company or the exercise of the subscription rights under the share option scheme of the Company adopted on 20 May 2016 or any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20% of the number of Shares in issue (excluding treasury shares if any) as at the date of the AGM; and
 - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares (excluding treasury shares if any) on the date of the passing of resolution no. 5B), and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, option or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

B. **“THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period (defined as below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (defined as below) shall not exceed 10% of the number of Shares in issue (excluding treasury shares if any) as at the date of the AGM and the said approval be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- C. **“THAT** conditional upon resolution no. 5B above being passed, the aggregate number of Shares which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in resolution no. 5B above shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 5A above, provided that such number shall not exceed 10% of the aggregate number of the Shares in issue (excluding treasury shares if any) as at the date of passing of this resolution”

6. **“THAT:**

subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Shares which may fall to be issued and allotted pursuant to the vesting of any share awards (the **“Awards”**) that may be granted under the share award scheme of the Company (the **“New Share Award Scheme”**) (the rules relating to which (the **“Scheme Rules”**) have been produced to the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification), the New Share Award Scheme be and is hereby approved and adopted and the Scheme Rules be and are hereby adopted as the rules of the New Share Award Scheme, and that the directors of the Company (the **“Directors”**) be and are hereby authorised to do all such acts

and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Award Scheme including without limitation:

- (a) to give effect to and administer the New Share Award Scheme as contemplated and in accordance with the Scheme Rules; and
- (b) to allot, issue or otherwise deal in new Shares of the Company and to make or grant Awards under the terms of the Scheme Rules adopted by the Company pursuant to Chapter 17 of the Listing Rules; provided that the aggregate number of Shares allotted or agreed to be allotted by the Directors in respect of all the share options and awards to be granted under all share schemes of the Company (the “**Scheme Mandate Limit**”) shall not exceed in aggregate 10% of the Shares in issue at the date of passing of this resolution or the relevant date of approval of the refreshment of the Scheme Mandate Limit.”

7. **“THAT:**

the aggregate number of Shares allotted or agreed to be allotted by the Directors to Service Providers (as defined in the Scheme Rules) in respect of all the share options and awards to be granted under all share schemes of the Company (the “**Service Provider Sublimit**”), which shall not exceed in aggregate 1% of the Shares in issue as at the date of passing of this resolution or the relevant date of approval of the refreshment of the Service Provider Sublimit, be and is hereby approved and adopted and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

By order of the Board
Tiande Chemical Holdings Limited
Lau Wai Chun
Company Secretary

Hong Kong, 23 April 2026

Principal place of business in Hong Kong:
Room 2204A on the 22nd Floor
Bank of America Tower
12 Harcourt Road Central
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint proxies to attend and to vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's Hong Kong share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not later than Wednesday, 3 June 2026 at 2:00 p.m. (Hong Kong time).
- (2) With reference to the ordinary resolutions sought in resolution nos. 5A and 5B of this notice, the directors of the Company wish to state that they have no immediate plans to issue any new Shares or to repurchase any existing Shares under the respective general mandates proposed at the AGM. The explanatory statement required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in connection with the repurchase mandate is also despatched to the shareholders of the Company together with this notice.
- (3) The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be on Friday, 5 June 2026. For ascertaining the shareholders of the Company who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 2 June 2026 to Friday, 5 June 2026, both days inclusive, during which period no transfer of Shares will be effected. All transfers documents accompanied by the relevant share certificates should be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 1 June 2026.
- (4) If a Bad Weather Signal (as defined under the Listing Rules) is in force at 11:00 a.m. on Friday, 5 June 2026, the AGM will be postponed and further announcement for details of alternative meeting arrangements will be made. The AGM will be held as scheduled even when typhoon warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. The shareholders of the Company should make their own decision as to whether they would attend the AGM under bad weather conditions and if the shareholders of the Company should choose to do so, they are advised to exercise care and caution.
- (5) No refreshment or beverages, and corporate gifts or gift coupons will be provided at the AGM.

As at the date of this announcement, the executive Directors are Mr. Liu Yang, Mr. Chen Xiaohua and Mr. Dou Aobo; a non-executive Director is Mr. Wang Zijiang; whilst the independent non-executive Directors are Mr. Leung Kam Wan, Mr. Liu Chenguang and Ms. Shan Honghong.